

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>SAFENET, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SAFENET, INC.</u> <u>4690 MILLENNIUM DRIVE</u> <u>BELCAMP, MD 21017</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>52-1287752</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>410-931-7500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>334110</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>52-1287752</u>	2c Sponsor's telephone number <u>410-931-7500</u>	2d Business code (see instructions) <u>334110</u>	
2b Employer Identification Number (EIN) <u>52-1287752</u>					
2c Sponsor's telephone number <u>410-931-7500</u>					
2d Business code (see instructions) <u>334110</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	07/09/2014 Date	MARY SHANAHAN Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	991
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	511
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	376
d Subtotal. Add lines 6a , 6b , and 6c		6d	887
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	2
f Total. Add lines 6d and 6e		6f	889
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	812
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	56
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan SAFENET, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SAFENET, INC.	D Employer Identification Number (EIN) 52-1287752

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 57 59 60 62 63 72	RECORDKEEPER	8063	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

► **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning	01/01/2013	and ending	12/31/2013
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A Name of plan
SAFENET, INC. 401(K) PLAN

B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SAFENET, INC.

D	Employer Identification Number (EIN)
	52-1287752

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: **WELLS FARGO STABLE RETURN FUND**

b Name of sponsor of entity listed in (a): **WELLS FARGAO BANK, N.A.**

c EIN-PN 52-2250939-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4969121
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>SAFENET, INC. 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFENET, INC.</u>		D Employer Identification Number (EIN) <u>52-1287752</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1650	300
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		70491
(3) Other.....	1b(3)		0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	705370	5523
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	445744	481631
(9) Value of interest in common/collective trusts	1c(9)	6362468	4969121
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	55275844	60617614
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	62791076	66144680

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	62791076	66144680
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1486973	
(B) Participants	2a(1)(B)	4283337	
(C) Others (including rollovers)	2a(1)(C)	734846	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6505156

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	16236	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16236

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2936324	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2936324

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		69066
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		8392064
c Other income	2c		77193
d Total income. Add all income amounts in column (b) and enter total	2d		17996039

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14470087	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		14470087
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		79658
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	92690	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		92690
j Total expenses. Add all expense amounts in column (b) and enter total	2j		14642435

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3353604
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLIFTONLARSONALLEN LLP

(2) EIN: 41-0746749

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SAFENET, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFENET, INC.</u>	D Employer Identification Number (EIN) <u>52-1287752</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

SAFENET, INC. 401(k) PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

December 31, 2013 and 2012

TABLE OF CONTENTS

	PAGE
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS.....	3
Statements of Net Assets Available for Benefits.....	4
Statements of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6
SUPPLEMENTAL SCHEDULE	15
Schedule H - Line 4i – Schedule of Assets (Held at End of Year)	16

INDEPENDENT AUDITORS' REPORT

Trustees and Plan Management
SafeNet, Inc. 401(k) Plan
Belcamp, Maryland

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SafeNet, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Bank of America N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

CliftonLarsonAllen LLP

Baltimore, Maryland

June 11, 2014

FINANCIAL STATEMENTS

SAFENET, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Cash	\$ 5,382	\$ 705,227
Investments, at fair value	<u>65,627,424</u>	<u>61,823,033</u>
Total investments	<u>65,632,806</u>	<u>62,528,260</u>
Receivables:		
Employer contributions	-	1,390,406
Employee contributions	70,491	-
Notes receivable from participants	481,631	445,744
Accrued income	<u>441</u>	<u>1,793</u>
Total receivables	<u>552,563</u>	<u>1,837,943</u>
NET ASSETS, reflecting investments at fair value	66,185,369	64,366,203
Adjustments from fair value to contract value for interest in fully benefit-responsive investment contract	<u>(40,689)</u>	<u>(184,721)</u>
TOTAL NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 66,144,680</u>	<u>\$ 64,181,482</u>

The accompanying notes are an integral part of the financial statements.

SAFENET, INC. 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income:		
Interest and dividends	\$ 2,936,324	\$ 1,946,829
Net appreciation of investments	<u>8,358,012</u>	<u>5,592,608</u>
Net investment income	<u>11,294,336</u>	<u>7,539,437</u>
 Interest income from notes receivable from participants	 <u>16,236</u>	 <u>23,273</u>
 Contributions:		
Participants	4,283,337	5,916,434
Company	23,790	1,390,406
Rollover	<u>734,846</u>	<u>1,185,851</u>
Total contributions	<u>5,041,973</u>	<u>8,492,691</u>
 Expense reimbursement	 <u>73,076</u>	 <u>41,485</u>
 Total additions	 <u>16,425,621</u>	 <u>16,096,886</u>
 DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	14,374,677	9,562,118
Deemed distributions	79,658	196,058
Administrative expenses	<u>8,088</u>	<u>49,642</u>
Total deductions	<u>14,462,423</u>	<u>9,807,818</u>
 NET INCREASE	 1,963,198	 6,289,068
 NET ASSETS AVAILABLE FOR BENEFITS- BEGINNING OF YEAR	 <u>64,181,482</u>	 <u>57,892,414</u>
 NET ASSETS AVAILABLE FOR BENEFITS- END OF YEAR	 <u>\$ 66,144,680</u>	 <u>\$ 64,181,482</u>

The accompanying notes are an integral part of the financial statements.

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – DESCRIPTION OF PLAN

The following description of the SafeNet, Inc. 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined contribution plan covering substantially all full-time employees of SafeNet, Inc. (the Company) who have at least three months of service. The Company has designated the first day of each month as the entry dates for the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Employees of the Company include former employees of Aladdin, Mykotronx, Inc. (Myko), and Assured Decisions, LLC. Effective December 12, 2012, the Company sold the division that included former employees of Myko. Effective April 8, 2013, the Company sold the division that included former employees of Assured Decisions, LLC. These employees were terminated and became ineligible to participate in the Plan at the time of each respective sale. Their balances will remain in the Plan until they request a distribution.

Contributions

Participants may contribute up to 100% of pretax annual eligible compensation, as defined in the Plan, not to exceed annual Internal Revenue Code (IRC) limits. Participants who have attained aged 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Company may make a discretionary matching contribution to the Plan equal to a percentage of the participant's contribution which the Company will determine each year. During 2013 the Company elected not to contribute a discretionary match. During 2012, employer matching contributions totaled \$1,390,406. The matching contributions received by each participant varied by employer. For SafeNet, Inc., Aladdin, and Assured Decisions, LLC participants, the employer match equaled 100% of participant deferrals, up to 3% of the participants' eligible compensation. For Myko participants, the employer match equaled to 50% of participant deferrals up to \$6,000.

The Company may also make discretionary profit sharing contributions as determined annually by the Board of Directors. No profit sharing contributions were made to the Plan in 2013 and 2012.

Participant Accounts

Each participant's account is credited with the participant's contribution and Company's contributions, as well as allocations of (a) Plan earnings and (b) administrative expenses. Allocations are based on participant

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts (Continued)

compensation, participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. The portion of their account representing the Company's discretionary matching and profit sharing contributions and earning thereon vest as follows:

<u>Years of Service</u>	<u>Percentage Vested</u>
Less than 1	0 %
1	25 %
2	50 %
3	75 %
4 or more	100 %

Aladdin and Myko employees were 100% vested in amounts credited to their company contributions and earnings thereon for balances accumulated at June 1, 2009. If a participant terminates due to death, disability or retirement, they will automatically become 100% vested in all employer contributions and earnings thereon.

Notes receivable from participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000. Loans must be repaid in five years unless the proceeds are used to acquire a primary residence, which then must be re-paid in ten years. The loans are collateralized by the balance in the participants' account and bear interest at a reasonable rate as determined by the Plan administrator. Loans are repaid through payroll deductions based upon an established amortization schedule.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant with a vested balance of less than \$5,000 will receive a lump sum distribution. Participants or their beneficiaries who have balances greater than \$5,000 may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a term to be determined based on life expectancy. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Participants may withdraw voluntary contributions from their accounts by reason of financial hardship under specific guidelines set forth in the Plan. In-service withdrawals are also allowed for participants who are at least 59 ½ years old.

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Forfeited Accounts

The amounts of forfeitures available were \$45,558 and \$39,594 at December 31, 2013 and 2012, respectively. These accounts may be used to pay administrative expenses and used towards employer contributions. The Company used \$72,775 and \$55,548 of forfeitures to fund the Company's discretionary matching contributions during the years ended December 31, 2013 and 2012, respectively. Forfeitures used to reduce administrative expenses in 2012 were \$11,966.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Financial Presentation

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for fully benefit – responsive investment contracts.

Use of Estimates in Preparing Financial Statements

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Benefit Payments

Benefits paid to participants are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments and are used to pay investment advisors through a revenue sharing arrangement.

Subsequent Events

The Plan has evaluated subsequent events through June 11, 2014, the date the financial statements were available to be issued.

NOTE 3 – CERTIFIED INVESTMENTS

Other than the fair value of the Stable Value Fund and the related adjustment from fair value to contract value for fully benefit –responsive investment contract, information related to investment and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments, interest income from notes receivable from participants and interest and dividends for the years ended December 31, 2013 and 2012, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Bank of America N.A., the trustee of the Plan. The contract value of the Stable Value Fund was certified by the trustee.

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 4 – INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31:

	<u>2013</u>	<u>2012</u>
Wells Fargo Stable Return Fund, at contract value (fair value \$5,009,810 and \$6,547,189, respectively).	\$ 4,969,121	\$ 6,362,468
The Oakmark Equity & Income Fund	5,089,198	4,438,630
Putnam Equity Income Fund CL A	4,874,047	4,270,752
Blackrock S&P 500 Index Fund	4,822,400	4,029,294
PIMCO Total Return Port. Instl Fund	3,429,390	4,074,022
American Growth Fund of America Fund R3	4,147,361	3,368,040
Sentinel Common Stock Fund	**	3,630,016

** Investment did not represent 5% or more of net assets in the year indicated

During the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	<u>2013</u>	<u>2012</u>
Mutual funds	\$ 8,288,946	\$ 5,478,177
Stable value fund	69,066	114,431
Total	<u>\$ 8,358,012</u>	<u>\$ 5,592,608</u>

NOTE 5 – FAIR VALUE MEASUREMENT

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable for the asset or liabilities.
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 5 – FAIR VALUE MEASUREMENT (CONTINUED)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end as quoted in active markets.

Stable value fund: The stable value fund (SVF) is valued at the net asset value of the shares held by the Plan. The net asset value is based on the market value of its underlying investments. The fund's net asset value is not a publicly-quoted price in an active market.

The following table sets forth by the level, within the fair value hierarchy, the Plan's assets at fair value as of December 31:

	2013			
	Level 1	Level 2	Level 3	Total
Mutual funds, by type:				
Growth	\$ 20,333,070	\$ -	\$ -	\$ 20,333,070
Value	9,521,164	-	-	9,521,164
Fixed income	4,487,836	-	-	4,487,836
Mid-cap	6,882,816	-	-	6,882,816
Global	9,819,096	-	-	9,819,096
Small cap	1,400,889	-	-	1,400,889
Lifestyle	8,172,743	-	-	8,172,743
Total mutual funds	60,617,614	-	-	60,617,614
Stable value fund	-	5,009,810	-	5,009,810
Total investments at fair value	\$ 60,617,614	\$ 5,009,810	\$ -	\$ 65,627,424

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 5 – FAIR VALUE MEASUREMENT (CONTINUED)

	2012			
	Level 1	Level 2	Level 3	Total
Mutual funds, by type:				
Growth	\$ 19,053,172	\$ -	\$ -	\$ 19,053,172
Value	8,278,005	-	-	8,278,005
Fixed income	5,811,795	-	-	5,811,795
Mid-cap	5,798,337	-	-	5,798,337
Global	9,957,106	-	-	9,957,106
Small cap	739,997	-	-	739,997
Lifestyle	5,637,432	-	-	5,637,432
Total mutual funds	55,275,844	-	-	55,275,844
Stable value fund	-	6,547,189	-	6,547,189
Total investments at fair value	\$ 55,275,844	\$ 6,547,189	\$ -	\$ 61,823,033

Fair Value of Investments in Entities that use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31:

Investment Type	Fair Value 2013	Fair Value 2012	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value fund	\$ 5,009,810	\$ 6,547,189	None	Daily	Daily

The stable value fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

NOTE 7 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their entire accounts.

NOTE 8 – RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and a stable value fund managed by Merrill Lynch, the recordkeeper of the Plan as of December 31, 2013 and 2012. These investments qualify as party-in-interest investments/transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 8 – RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS (CONTINUED)

direct payment. As described in Note 2, the Plan made a direct payment to the third party administrator of \$8,063 and \$10,617 which was not covered by revenue sharing during December 31, 2013 and 2012, respectively. The Plan Sponsor pays directly any other fees related to the Plan's operations.

NOTE 9 – TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated August 24, 2012, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

NOTE 10 – RISK AND UNCERTAINTIES

The Plan invests in various investment securities which are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 11 – RECONCILIATION TO IRS FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per the IRS Form 5500 as of:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 66,144,680	\$ 64,181,482
Less current year employer contribution receivable	<u>-</u>	<u>(1,390,406)</u>
Net assets available for benefits per the IRS Form 5500	<u><u>\$ 66,144,680</u></u>	<u><u>\$ 62,791,076</u></u>

SAFENET, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 11 – RECONCILIATION TO IRS FORM 5500 (CONTINUED)

The following is a reconciliation of net increase in net assets per the financial statements to the IRS Form 5500 for the year ended December 31:

	<u>2013</u>	<u>2012</u>
Change in net assets per the financial statements	\$ 1,963,198	\$ 6,289,068
Less current year employer contributions receivable	-	(1,390,406)
Add prior year employer contributions receivable	1,390,406	1,920,028
Rounding	<u>-</u>	<u>(1)</u>
Change in net assets per the IRS Form 5500	<u><u>\$ 3,353,604</u></u>	<u><u>\$ 6,818,689</u></u>

Amounts allocated to employer contribution receivable are recorded on IRS Form 5500 when they are paid and on the financial statements when they are due.

SUPPLEMENTAL SCHEDULE

SAFENET, INC. 401(k) PLAN
FORM 5500 – SCHEDULE H – LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN 52-1287752, PLAN # 001
December 31, 2013

(a)	(b)	(c)	(d)	(e)
		Description of Investment		
		Including Maturity Date, Rate of		
Identity of Issuer, Borrower, Lessor, or	Interest, Collateral, Par or			
Similar Party	Maturity Value	Cost **	Current Value	
Allianz NFJ Sm-Cap Value CL A	Mutual fund		\$	2,017,381
American Beacon Intl Eq Instl	Mutual fund			751,342
American Capital World G & I	Mutual fund			782,392
American Growth Fund of America R3	Mutual fund			4,147,361
Blackrock S&P 500 Index Fund	Mutual fund			4,822,400
Columbia Seligman Comm FD A	Mutual fund			424,493
Davis Series Financial FD CL A	Mutual fund			292,056
Gabelli Smal Cap Growth Fund A	Mutual fund			1,301,861
Goldman Sachs Mid Cap Val A	Mutual fund			2,370,469
ING Global Real Estate Fund CL A	Mutual fund			844,109
Invesco Asia Pacific Growth A	Mutual fund			1,382,055
Invesco Mid Cap Core Eqty FD A	Mutual fund			245,994
Invesco Small Cap Discovery A	Mutual fund			99,030
IVY Asset Strategy Fund CL Y	Mutual fund			2,679,758
Ivy Mid Cap Growth Fund CL Y	Mutual fund			1,814,422
JPM Smart Rtrmnt 2010 Fund	Mutual fund			43,940
JPM Smart Rtrmnt 2015 Fund	Mutual fund			506,347
JPM Smart Rtrmnt 2020 Fund	Mutual fund			897,426
JPM Smart Rtrmnt 2025 Fund	Mutual fund			1,552,147
JPM Smart Rtrmnt 2030 Fund	Mutual fund			1,928,292
JPM Smart Rtrmnt 2035 Fund	Mutual fund			1,161,976
JPM Smart Rtrmnt 2040 Fund	Mutual fund			1,900,168
JPM Smart Rtrmnt 2045 Fund	Mutual fund			42,513
JPM Smart Rtrmnt 2050 Fund	Mutual fund			31,285
JPM Smart Rtrmnt Income	Mutual fund			108,649
Lord Abbett Total Return FD A	Mutual fund			304,909
Mainstay High Yield Corp BD FD	Mutual fund			537,128
MFS Government Secs	Mutual fund			216,409
MFS Utilities Fund CL A	Mutual fund			259,267
Oakmark Intl Fund Class I	Mutual fund			588,205
Oppenheimer Dev Mkts FD CL A	Mutual fund			2,465,306
Oppenheimer International CL Y	Mutual fund			442,351
PIMCO Total Return Port. Instl Fund	Mutual fund			3,429,390
Prudential Jennison Health SCI	Mutual fund			2,708,548

SAFENET, INC. 401(k) PLAN
FORM 5500 – SCHEDULE H – LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN 52-1287752, PLAN # 001
December 31, 2013
(CONTINUED)

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost **	Current Value
	Putnam Equity Income Fund CL A	Mutual fund		\$ 4,874,047
	Sentinel Common Stock Fund	Mutual fund		2,993,687
	T Rowe Price US BD Idx R	Mutual fund		388,014
	Templeton Global Bond FD CL A	Mutual fund		1,009,004
	The Oakmark Equity & Income Fund	Mutual fund		5,089,198
	Thornburg Inter Value FD A	Mutual fund		2,016,990
	Van ECK Global Hard Assets	Mutual fund		1,147,295
	Wells Fargo Stable Return Fund ***	Stable value fund		4,969,121
	Total investments			65,586,735
	Cash and cash equivalents			5,382
*	Participant loans	Interest rates of 4.25% with maturity dates ranging from 2014 to 2028.		481,631
	Total Assets (Held at End of Year)			\$ 66,073,748

* Indicates a party-in-interest as defined by ERISA

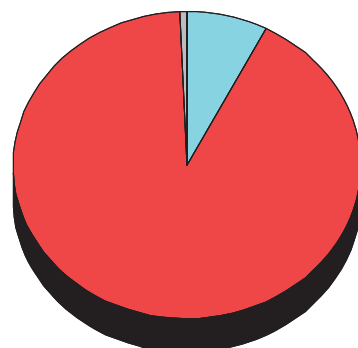
** Cost is not required for participant directed investments

*** Reported at contract value

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

SAFENET, INC. 401(K) PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



0.01% MONEY MARKET	7.52% COMMON / COLLECTIVE TRUSTS
91.74% MUTUAL FUNDS	0.73% LOANS
0.00% PENDING SETTLEMENT FUNDS	0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
<u>MONEY MARKET</u>					
BIF MONEY FUND		1.000	5,381.58	5,381.58	0.01%
<u>COMMON / COLLECTIVE TRUSTS</u>					
WELLS FARGO STABLE RETURN FUND	47,374.5912	104.890	4,789,024.05	4,969,120.87	7.52%
<u>MUTUAL FUNDS</u>					
OAKMARK INTL FUND CLASS I	22,348.2078	26.320	487,140.95	588,204.83	0.89%
THE OAKMARK EQUITY & INCOME FD	155,871.3162	32.650	4,357,784.41	5,089,198.47	7.70%
PIMCO TOTAL RETURN PORT. INSTL	320,803.5473	10.690	3,477,500.46	3,429,389.92	5.19%
LORD ABBETT TOTAL RETURN FD A	29,602.8326	10.300	316,739.40	304,909.18	0.46%
AMERICAN GROWTH FD OF AMER R3	97,838.2013	42.390	2,877,517.21	4,147,361.35	6.28%
IVY MID CAP GROWTH FUND CL Y	75,949.0309	23.890	1,130,838.86	1,814,422.35	2.75%

Balances include pending activity

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2013 - 12/31/2013

SAFENET, INC. 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
PRUDENTIAL JENNISON HEALTH SCI	67,026.6860	40.410	1,998,946.46	2,708,548.38	4.10%
IVY ASSET STRATEGY FD CL Y	83,533.6144	32.080	2,013,414.19	2,679,758.35	4.06%
ING GLOBAL REAL ESTATE FD CL A	46,075.8107	18.320	749,930.39	844,108.85	1.28%
AMERICAN CAPITAL WORLD G & I	17,259.9252	45.330	643,164.07	782,392.41	1.18%
AMERICAN BEACON INTL EQ INSTL	65,791.8060	11.420	676,511.31	751,342.42	1.14%
INVESCO SMALL CAP DISCOVERY A	8,342.6586	11.870	94,834.44	99,027.36	0.15%
T ROWE PRICE US BD IDX R	35,695.8524	10.870	396,950.99	388,013.92	0.59%
GABELLI SMALL CAP GROWTH FD A	26,964.8164	48.280	1,143,909.59	1,301,861.34	1.97%
OPPENHEIMER INTL CL Y	11,592.0015	38.160	377,998.97	442,350.78	0.67%
JPM SMART RTRMNT 2015 FUND	29,319.4411	17.270	453,874.02	506,346.75	0.77%
JPM SMART RTRMNT INCOME	6,320.4540	17.190	104,045.15	108,648.60	0.16%
JPM SMART RTRMNT 2030 FUND	103,839.0990	18.570	1,641,052.44	1,928,292.07	2.92%
JPM SMART RTRMNT 2010 FUND	2,635.8940	16.670	41,290.68	43,940.35	0.07%
JPM SMART RTRMNT 2020 FUND	50,079.5934	17.920	804,900.86	897,426.31	1.36%
JPM SMART RTRMNT 2040 FUND	99,798.7218	19.040	1,629,728.30	1,900,167.66	2.88%
JPM SMART RTRMNT 2025 FUND	89,927.3761	17.260	1,385,532.70	1,552,146.51	2.35%
JPM SMART RTRMNT 2045 FUND	2,364.4862	17.980	39,352.82	42,513.46	0.06%
JPM SMART RTRMNT 2050 FUND	1,741.9256	17.960	29,512.75	31,284.98	0.05%
JPM SMART RTRMNT 2035 FUND	65,426.5905	17.760	976,189.10	1,161,976.25	1.76%
BLACKROCK S&P 500 STOCK FUND I	21,725.4572	221.970	3,479,271.76	4,822,399.73	7.30%
DAVIS SERIES FINANCIAL FD CL A	7,450.4058	39.200	235,906.00	292,055.91	0.44%

Balances include pending activity

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2013 - 12/31/2013

SAFENET, INC. 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
VAN ECK GLOBAL HARD ASSETS	23,748.6000	48.310	987,109.02	1,147,294.87	1.74%
OPPENHEIMER DEV MKTS FD CL A	64,842.3432	38.020	1,872,838.51	2,465,305.89	3.73%
ALLIANZGI NFJ SMALL-CAP VAL A	60,837.7758	33.160	1,770,553.10	2,017,380.65	3.05%
GOLDMAN SACHS MID CAP VAL A	53,776.5256	44.080	1,953,074.12	2,370,469.25	3.59%
INVESCO ASIA PACIFIC GROWTH A	45,387.6919	30.450	1,145,977.25	1,382,055.22	2.09%
MAINSTAY HIGH YLD CORP BD FD	88,781.4828	6.050	527,395.29	537,127.97	0.81%
THORNBURG INTER VALUE FD A	64,255.8251	31.390	1,661,304.24	2,016,990.35	3.05%
TEMPLETON GLOBAL BOND FD CL A	76,788.7213	13.140	1,012,800.54	1,009,003.80	1.53%
MFS GOVERNMENT SECS	21,815.4555	9.920	225,274.52	216,409.32	0.33%
COLUMBIA SELIGMAN COMM FD A	8,501.7679	49.930	340,020.86	424,493.27	0.64%
INVESCO MID CAP CORE EQTY FD A	9,761.6551	25.200	221,044.60	245,993.71	0.37%
MFS UTILITIES FUND CL A	12,434.8750	20.850	227,595.83	259,267.14	0.39%
PUTNAM EQUITY INCOME FD CL A	238,106.8446	20.470	3,519,897.13	4,874,047.11	7.38%
SENTINEL COMMON STOCK FD	69,815.4672	42.880	2,350,694.76	2,993,687.23	4.53%
TOTAL MUTUAL FUNDS			49,379,418.05	60,617,614.27	91.74%
<u>LOANS</u>					
LOAN FUND	481,631.0800	1.000	481,631.08	481,631.08	0.73%
<u>PENDING SETTLEMENT FUNDS</u>					
PENDING SETTLEMENT FUND	300.0000	1.000	300.00	300.00	0.00%
INVESTMENT TOTAL			54,655,754.76	66,074,047.80	100.00%

Balances include pending activity

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2013 - 12/31/2013

SAFENET, INC. 401(K) PLAN

CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			140.96	140.96	0.00%
TOTAL ASSETS			54,655,895.72	66,074,188.76	100.00%

A portion of the balance displayed in the BIF Money Fund or the Merrill Lynch Bank Deposit Program (MLBD Program) may contain a pending deposit. If cash funds are invested / deposited in the BIF or MLBD Program, sweep activity details are available upon request.

Balances include pending activity